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7 Attorneys for Defendants  
BlackRock Institutional Trust Company, N.A.; BlackRock,  
8 Inc.; the BlackRock, Inc. Retirement Committee; the  
Investment Committee of the Retirement Committee;  
9 Catherine Bolz; Chip Castille; Paige Dickow; Daniel A.  
Dunay; Jeffrey A. Smith; Anne Ackerley; Nancy Everett;  
10 Joseph Feliciani, Jr.; Ann Marie Petach; Michael  
Fredericks; Corin Frost; Daniel Gamba; Kevin Holt; Chris  
11 Jones; Philippe Matsumoto; John Perlowski; Andy Phillips;  
Kurt Schansinger; Tom Skroba; Amy Engel; Mercer  
12 Investment Consulting; Management Development &  
Compensation Committee of the BlackRock, Inc. Board of  
13 Directors; Kathleen Nedl; Marc Comerchero; Joel Davies;  
John Davis; Milan Lint; and Laraine McKinnon  
14

15 **UNITED STATES DISTRICT COURT**  
16 **NORTHERN DISTRICT OF CALIFORNIA**

17 Charles Baird and Lauren Slayton, as  
18 individuals, and on behalf of all others  
19 similarly situated, and on behalf of the  
BlackRock Retirement Savings Plan,

20 Plaintiffs,

21 v.

22 BlackRock Institutional Trust Company, N.A.,  
*et al.*,

23 Defendants.

24 Case No. 17-cv-01892-HSG

25 **BLACKROCK'S ADMINISTRATIVE  
MOTION TO FILE UNDER SEAL**

26 **[Declaration of Jeanne Belanger Filed  
Concurrently Herewith]**

27

28

1 Defendants BlackRock Institutional Trust Company, N.A. (“BTC”); BlackRock, Inc.; the  
2 BlackRock, Inc. Retirement Committee; the Investment Committee of the Retirement Committee;  
3 Catherine Bolz; Chip Castille; Paige Dickow; Daniel A. Dunay; Jeffrey A. Smith; Anne  
4 Ackerley; Nancy Everett; Joseph Feliciani, Jr.; Ann Marie Petach; Michael Fredericks; Corin  
5 Frost; Daniel Gamba; Kevin Holt; Chris Jones; Philippe Matsumoto; John Perlowski; Andy  
6 Phillips; Kurt Schansinger; Tom Skroba; Amy Engel; Management Development &  
7 Compensation Committee of the BlackRock, Inc. Board of Directors; Kathleen Nedl; Marc  
8 Comerchero; Joel Davies; John Davis; Milan Lint; and Laraine McKinnon (collectively,  
9 “BlackRock”) move for leave to file under seal portions of certain Exhibits to the Declaration of  
10 Michael J. McCarthy in Support of BlackRock’s Motion to Dismiss Plaintiffs’ Second Amended  
11 Class Action Complaint Or, In The Alternative, For Summary Judgment (“McCarthy  
12 Declaration”), pursuant to Civil Local Rules 7-11 and 79-5. Specifically, BlackRock moves the  
13 Court for leave to file under seal Exhibit I in its entirety and the corresponding portions of  
14 BlackRock’s Motion to Dismiss. The Exhibit at issue contains excerpts of a document designated  
15 “Confidential” by BlackRock under the Stipulated Protective Order in this case (ECF No. 76).  
16 BlackRock submits the Declaration of Jeanne Belanger in Support of this Administrative Motion  
17 to File Under Seal.

18 || Therefore, BlackRock seeks leave to file Exhibit I under seal.

Dated: October 22, 2018

O'MELVENY & MYERS LLP

By: /s/ Michael J. McCarthy  
Michael J. McCarthy

Attorneys for BlackRock